

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Genesis Holdings, Inc.		12/01/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Wachovia Bank, National Association, as Administrative Agent
Street Address:	201 S. College Street
Internal Address:	CP-8
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28288-0680
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Serial Number:	78317732	REDEFINING SERVICE
Serial Number:	78315645	NEIGHBORCARE PHARMACY SERVICES
Serial Number:	78315195	
Serial Number:	76418405	HOMESTEAD BY GENESIS ELDERCARE
Serial Number:	76375832	RESPIRATORY HEALTH SERVICES
Serial Number:	76349103	CARECARD
Serial Number:	76163924	GENESIS DIAGNOSTIC SERVICES
Serial Number:	76163900	GENESIS CONSULTING SERVICES
Serial Number:	76163849	TIDEWATER GROUP PURCHASING
Serial Number:	76163845	GENESIS HEALTH SERVICES
Serial Number:	76163843	GENESIS FULL LIFE SERVICES
Serial Number:	75856023	GENESIS SELECT CARE
Serial Number:	74620560	GENESIS HEALTH VENTURES
Registration Number:	2719783	GENESIS REHABILITATION SERVICES

TRADEMARK

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REEL: 002787 FRAME: 0862

OP \$765.00 78317732

Registration Number:	2707618	GENESIS HOSPITALITY SERVICES
Registration Number:	2433814	FULL LIFE
Registration Number:	2438771	ELDERTRUST
Registration Number:	2245401	NEIGHBORCARE
Registration Number:	2270169	
Registration Number:	2175374	FULL POTENTIAL
Registration Number:	2107781	REDEFINING ELDERCARE IN AMERICA
Registration Number:	2196189	GENESIS ELDERCARE
Registration Number:	2084540	ELDERCARE FOR A FULL LIFE
Registration Number:	2239106	FOR A FULL LIFE
Registration Number:	2120741	TIDEWATER HEALTHCARE SHARED SERVICES GROUP
Registration Number:	2062522	GENESIS MANAGEMENT RESOURCES
Registration Number:	2302332	GENESIS ELDERCARE
Registration Number:	1865489	PROFESSIONAL PHARMACIES
Registration Number:	1882700	CARE YOU CAN DEPEND ON
Registration Number:	1654004	RX NEIGHBORCARE PHARMACIES

CORRESPONDENCE DATA

Fax Number: (919)286-8199
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 919 286-8122
 Email: PTO_TMconfirmation@mvalaw.com
 Correspondent Name: Moore & Van Allen PLLC
 Address Line 1: 2200 West Main Street
 Address Line 2: Suite 800
 Address Line 4: Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:

512485.1183

NAME OF SUBMITTER:

Steven D. Thomas

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of December 1, 2003 (as the same may be amended, modified, extended or restated from time to time the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See Attached Schedule A

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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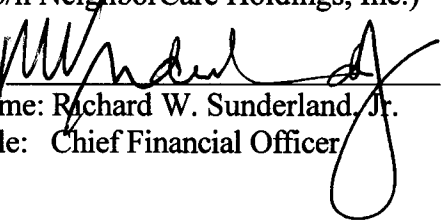
See Attached Schedule A

The Obligor and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

GENESIS HOLDINGS, INC.
(t/b/n NeighborCare Holdings, Inc.)

By


Name: Richard W. Sunderland, Jr.

Title: Chief Financial Officer

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: _____

Name: _____

Title: _____

The Obligor and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

GENESIS HOLDINGS, INC.
(t/b/n NeighborCare Holdings, Inc.)

By: _____
Name: Richard W. Sunderland, Jr.
Title: Chief Financial Officer

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: Richard M. Schmeissel
Name: Richard M. Schmeissel
Title: Director

Schedule A

Genesis Holdings, Inc. (Deleware Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
GENESIS REHABILITATION SERVICES and Design	2719783	5/27/03
GENESIS HOSPITALITY SERVICES and Design	2707618	4/15/03
FULL LIFE	2433814	3/6/01
ELDERTRUST	2438771	3/27/01
NEIGHBORCARE	2245401	5/18/99
Miscellaneous Design	2270169	8/17/99
FULL POTENTIAL	2175374	7/21/98
REDEFINING ELDERCARE IN AMERICA	2107781	10/21/97
GENESIS ELDERCARE and Design	2196189	10/13/98
ELDERCARE FOR A FULL LIFE	2084540	7/29/97
FOR A FULL LIFE	2239106	4/13/99
TIDEWATER HEALTHCARE SHARED SERVICES GROUP	2120741	12/16/97
GENESIS MANAGEMENT RESOURCES	2062522	5/20/97
GENESIS ELDERCARE	2302332	12/21/99
PROFESSIONAL PHARMACIES	1865489	11/29/94
CARE YOU CAN DEPEND ON	1882700	3/7/95
NEIGHBOR CARE and Design	1654004	8/13/91

Pending Applications

Mark	Appl. Serial No.	Filing Date
REDEFINING SERVICE	78317732	10/23/03
NEIGHBORCARE PHARMACY SERVICES and Design	78315645	10/20/03
Miscellaneous Design	78315195	10/17/03
HOMESTEAD BY GENESIS ELDERCARE and Design	76418405	6/7/02
RESPIRATORY HEALTH SERVICES and Design	76375832	2/25/02
CARECARD	76349103	12/14/01
GENESIS DIAGNOSTIC SERVICES and Design	76163924	11/13/00
GENESIS CONSULTING SERVICES and Design	76163900	11/13/00
TIDEWATER GROUP PURCHASING and Design	76163849	11/13/00
GENESIS HEALTH SERVICES and Design	76163845	11/13/00
GENESIS FULL LIFE SERVICES and Design	76163843	11/13/00
GENESIS SELECT CARE	75856023	11/22/99
GENESIS HEALTH VENTURES	74620560	1/10/95